

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615  
(401) 222-3040

### INSTRUCTIONS FOR FILING APPLICATION FOR CERTIFICATE OF AUTHORITY BY A FOREIGN BUSINESS CORPORATION

Section 7-1.2-1405 of the General Laws of Rhode Island, as amended

**The attached form is designed to meet minimal statutory filing requirements pursuant to the relevant statutory provision. This form and the information provided are not substitutes for the advice and services of an attorney and/or tax specialist.**

1. In order to procure a certificate of authority to transact business in this state, a foreign corporation shall make application therefor by filing an Application for Certificate of Authority (Form No. 150) with the Office of the Secretary of State, Corporations Division, at the above address. When the application is completed, signed and submitted with the correct filing fee and a Certificate of Good Standing, as noted in item 12 below, a Certificate of Authority will be issued.
2. The minimum filing and license fee is \$310.00 for less than 75,000,000 authorized shares represented in this state. The license fee is prorated at 75,000,000 shares. Call the Corporations Division at the above telephone number for the appropriate fee if the number of authorized shares is 75,000,000 or greater. Items 10 and 11 on the Application for Certificate of Authority must be completed in order to calculate the license fee. Payment should be made payable to the Rhode Island Secretary of State.
3. The name of the corporation must be "distinguishable upon the records of the secretary of state." This means the Office of the Secretary of State will deny a request for a name if such name is identical to or not distinguishable from any entity, name reservation, or registration on file with the Business Section of the Corporations Division. A preliminary name availability check can be made by checking the Name Availability Database on our website, or by phoning us at the above telephone number. This preliminary check is not statutorily required, is not binding upon the Secretary of State, and does not ensure that the name will be available upon filing the Application for Certificate of Authority. It is suggested that you do not make any financial expenditures or execute documents utilizing the name based upon a preliminary name availability check. The final determination as to availability of the name will be made when the documents are submitted for filing.
4. If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of the words, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island on line 3(a) of the application. If the corporate name is not available in Rhode Island, then set forth the "fictitious business name" under which the corporation will qualify and transact business in Rhode Island on line 3(b) of the application. If line 3(b) is completed, a Fictitious Business Name Statement must be filed with the application together with an additional filing fee of \$50.00.
5. Each corporation shall have and continuously maintain in this state a registered office, which may be, but need not be, the same as its place of business in this state, and a registered agent, which agent may be either an individual resident in this state whose business office is identical with the registered office, or a domestic corporation, or a foreign corporation authorized to transact business in this state, having a business office identical with the registered office. However, in the case where the registered agent of a corporation is an attorney, the business address of the agent need not be identical with the registered office, but may be the usual business address of the attorney. The registered agent so appointed by a corporation shall be an agent of the corporation upon whom any process, notice or demand required or permitted by law to be served upon the corporation may be served.
6. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Rhode Island must be stated in item 7.

7. If the corporation is engaged in the practice of **engineering** pursuant to Section 5-8-24 of the General Laws, evidence of a current certificate of authorization issued by the State Board of Registration for Professional Engineers must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Professional Engineers at (401) 222-2565.
8. If the corporation is engaged in the practice of **land surveying** pursuant to Section 5-8.1-1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Registration for Land Surveyors must be filed with the Secretary of State upon qualification. You may contact the State Board of Registration for Land Surveyors at (401) 222-2565.
9. If the corporation is engaged in the practice of **architecture** pursuant to Section 5-1-15.1 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examination and Registration of Architects at (401) 222-2565.
10. If the corporation is engaged in the practice of **landscape architecture** pursuant to 5-51-13 of the General Laws, evidence of a current certificate of registration issued by the State Board of Examination and Registration of Landscape Architects must be filed with the Secretary of State upon qualification. You may contact the State Board of Examiners of Landscape Architects at (401) 222-2565.
11. If the corporation is engaged in **pipefitting, refrigeration-air conditioning, fire protection sprinkler systems installation, maintenance, or repair work** in the state of Rhode Island pursuant to Section 28-27-6 of the General Laws, a written confirmation from the Department of Labor that all requisite licenses to be issued by the Department of Labor have been so issued and remain in good standing must be filed with the Secretary of State upon qualification. You may contact the Department of Labor, Professional Regulations at (401) 462-8527.
12. Upon filing the Application for Certificate of Authority, the corporation must submit a **Certificate of Good Standing** issued by the proper officer of the state or country under the laws of which it is incorporated. The Certificate of Good Standing must be dated within **sixty (60)** days of the date of filing.
13. The Application must be signed by an authorized officer of the corporation.
14. The corporation is responsible for filing an annual report each calendar year between January 1 and March 1, beginning with the year following the year of qualification. A notification will be mailed to the registered agent prior to January 1 each year. Be sure to follow up with your registered agent concerning the filing of this report. Failure to file the Annual Report within the statutory time period will result in a penalty fee of \$25.00.
15. Failure to comply with Nos. 5 and 13 above may result in the revocation of the Certificate of Authority pursuant to the provisions of Section 7-1.2-1414 of the General Laws, as amended.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m.



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is \_\_\_\_\_

2. It is incorporated under the laws of \_\_\_\_\_

3. The name, if different, which it elects to use in Rhode Island is:

(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

\_\_\_\_\_

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

\_\_\_\_\_

4. The date of its incorporation is \_\_\_\_\_ and the period of its duration is \_\_\_\_\_

5. The address of its principal office in the state or country under the laws of which it is incorporated is \_\_\_\_\_

\_\_\_\_\_

6. The address of its proposed registered office in Rhode Island is \_\_\_\_\_

(Street Address, not P.O. Box)

\_\_\_\_\_, RI \_\_\_\_\_ and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is \_\_\_\_\_  
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

\_\_\_\_\_  
\_\_\_\_\_

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Name

Address

Director	_____	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ \_\_\_\_\_.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ \_\_\_\_\_.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is \_\_\_\_\_%. *[divide (b) by (a) and multiply by 100 to obtain the percentage].*
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ \_\_\_\_\_.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ \_\_\_\_\_.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is \_\_\_\_\_% *[divide (b) by (a) and multiply by 100 to obtain the percentage].*
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Authorized Officer of the Corporation

\_\_\_\_\_  
Type or Print Name of Authorized Officer